

**THE
GREENBRIER
COMPANIES**

0100809071
The Greenbrier Companies

One Centerpointe Drive Suite 200
Lake Oswego Oregon 97035
503 684 7000 Fax 503 684 7553

October 3, 1995

19400-B

Mr. Vernon A. Williams
Secretary
Interstate Commerce Commission
12th and Constitution Avenues, N.W.
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are three (3) fully executed and acknowledged originals and two (2) photocopies of a Memorandum of Assignment Agreement dated as of July 18, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Memorandum of Lease Agreement for Rider No. 2 dated as of July 18, 1995 which was filed and recorded on July 31, 1995, under Recordation Number 19400-A.

The names and addresses of the parties to the enclosed documents are:

Assignor: Greenbrier Leasing Corporation
One Centerpointe Drive, Suite 200
Lake Oswego, Oregon 97035

Assignee: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 3005
Rosemont, IL 60018

Mr. Vernon A. Williams

October 3, 1995

Page 2

The descriptions of the railroad equipment covered by the enclosed documents are:

Forty-three (43) All-Purpose Husky Stack® 3-Unit Drawbar connected TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon (the "Cars") marked and numbered BN 63316 through BN 63358, inclusive

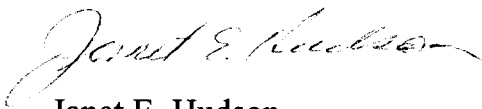
Also enclosed is a check for \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Assignment dated as of July 18, 1995 between Greenbrier Leasing Corporation, Assignor, and First Union Rail Corporation, Assignee, covering forty-three (43) All-Purpose Husky Stack® 3-Unit Drawbar connected TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon (the "Cars") marked and numbered BN 63316 through BN 63358, inclusive.

Sincerely,



Janet E. Hudson
Administrative Assistant

jeh
Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission
Washington, D.C. 20423-0001

10/10/95

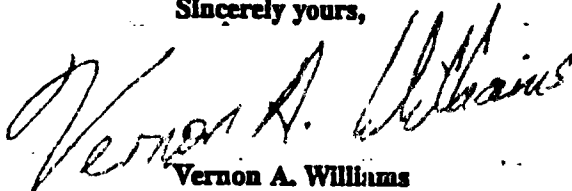
Office Of The Secretary

Janet E. Hudson
Administrative Assistant
The Greenbrier Companies
One Centerpointe Dr., Ste. 200
Lake Oswego, Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 10/10/95 at 3:35PM, and assigned recordation number(s). 19400-B and 19400-C.

Sincerely yours,

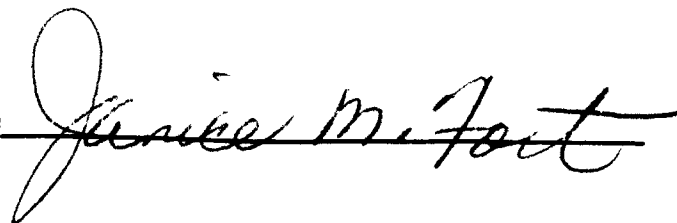

Vernon A. Williams
Secretary

Enclosure(s)

(0100809071)
(0100809072)

\$ 42.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



19400 B

MEMORANDUM OF ASSIGNMENT AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION

AND

FIRST UNION RAIL CORPORATION

JULY 18, 1995

Memorandum of Assignment Agreement made and entered into as of July 18, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Assignor") and First Union Rail Corporation, a North Carolina corporation ("Assignee").

W I T N E S S E T H:

1. Assignor, as Lessor, leased to Burlington Northern Railroad Company ("Lessee") forty-three (43) All-Purpose Husky Stack® 3-Unit Drawbar connected TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon (the "Cars") marked and numbered BN 63316 through BN 63358, inclusive pursuant to Rider No. 2 dated as of July 18, 1995 to that certain Lease Agreement dated as of April 4, 1995 (the "Lease").
2. Assignor has agreed to assign to Assignee and Assignee has agreed to accept from Assignor the Lease and the corresponding railcars which are the subject of that Lease.
3. This Memorandum of Assignment Agreement may be executed by the parties hereto in any number of counterparts, and all counterparts taken together shall be deemed to constitute one instrument.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb

Title: E.V.P.

FIRST UNION RAIL CORPORATION

By: [Signature]

Title: President

STATE OF OREGON)
) ss.
COUNTY OF CLACKAMAS)

On this 28th day of September, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of Greenbrier Leasing Corporation that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98



STATE OF Oregon)
) ss.
COUNTY OF Clackamas)

On this 28th day of September, 1995, before me personally appeared Jack Thomas, to me personally known, who being by me duly sworn, says that he is the President of First Union Rail Corporation, that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson
NOTARY PUBLIC

My commission expires: 5/28/98

